

Electronically Recorded

Tarrant County Texas

Official Public Records

8/25/2010 2:25 PM

D210207520

AAPL - FORM 1009-1989

PGS 24 \$108.00

**MODEL FORM RECORDING SUPPLEMENT TO
OPERATING AGREEMENT AND FINANCING STATEMENT**

Osler Unit
Tapely Holland Survey, A-975
Tarrant County, Texas

THIS AGREEMENT, entered into by and between Chesapeake Exploration, L.L.C., hereinafter referred to as "Operator," and Total E&P USA, Inc., the signatory party or parties other than Operator, hereinafter referred to individually as "Non-Operator," and collectively as "Non-Operators."

WHEREAS, the parties to this agreement are owners of Oil and Gas Leases and/or Oil and Gas Interests in the land identified in Exhibit "A" (said land, Leases and Interests being hereinafter called the "Contract Area"), and in any instance in which the Leases or Interests of a party are not of record, the record owner and the party hereto that owns the interest or rights therein are reflected on Exhibit "A";

WHEREAS, the parties hereto have executed an Operating Agreement dated January 25, 2010 (herein the "Operating Agreement"), covering the Contract Area for the purpose of exploring and developing such lands, Leases and Interests for Oil and Gas; and

WHEREAS, the parties hereto have executed this agreement for the purpose of imparting notice to all persons of the rights and obligations of the parties under the Operating Agreement and for the further purpose of perfecting those rights capable of perfection,

NOW, THEREFORE, in consideration of the mutual rights and obligations of the parties hereto, it is agreed as follows:

1. This agreement supplements the Operating Agreement, which Agreement in its entirety is incorporated herein by reference, and all terms used herein shall have the meaning ascribed to them in the Operating Agreement.
2. The parties do hereby agree that:
 - A. The Oil and Gas Leases and/or Oil and Gas Interests of the parties comprising the Contract Area shall be subject to and burdened with the terms and provisions of this agreement and the Operating Agreement, and the parties do hereby commit such Leases and Interests to the performance thereof.
 - B. The exploration and development of the Contract Area for Oil and Gas shall be governed by the terms and provisions of the Operating Agreement, as supplemented by this agreement.
 - C. All costs and liabilities incurred in operations under this agreement and the Operating Agreement shall be borne and paid, and all equipment and materials acquired in operations on the Contract Area shall be owned, by the parties hereto, as provided in the Operating Agreement.
 - D. Regardless of the record title ownership to the Oil and Gas Leases and/or Oil and Gas Interests identified on Exhibit "A," all production of Oil and Gas from the Contract Area shall be owned by the parties as provided in the Operating Agreement; provided nothing contained in this agreement shall be deemed an assignment or cross-assignment of interests covered hereby.
 - E. Each party shall pay or deliver, or cause to be paid or delivered, all burdens on its share of the production from the Contract Area as provided in the Operating Agreement.
 - F. An overriding royalty, production payment, net profits interest or other burden payable out of production hereafter created, assignments of production given as security for the payment of money and those overriding royalties, production payments and other burdens payable out of production heretofore created and defined as Subsequently Created Interests in the Operating Agreement shall be (i) borne solely by the party whose interest is burdened therewith, (ii) subject to suspension if a party is required to assign or relinquish to another party an interest which is subject to such burden, and (iii) subject to the lien and security interest hereinafter provided if the party subject to such burden fails to pay its share of expenses chargeable hereunder and under the Operating Agreement, all upon the terms and provisions and in the times and manner provided by the Operating Agreement.
 - G. The Oil and Gas Leases and/or Oil and Gas Interests which are subject hereto may not be assigned or transferred except in accordance with those terms, provisions and restrictions in the Operating Agreement regulating such transfers.

This agreement and the Operating Agreement shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, devisees, legal representatives, and assigns, and the terms hereof shall be deemed to run with the leases or interests included within the lease Contract Area.

 - H. The parties shall have the right to acquire an interest in renewal, extension and replacement leases, leases proposed to be surrendered, wells proposed to be abandoned, and interests to be relinquished as a result of non-participation in subsequent operations, all in accordance with the terms and provisions of the Operating Agreement.
 - I. The rights and obligations of the parties and the adjustment of interests among them in the event of a failure or loss of title, each party's right to propose operations, obligations with respect to participation in operations on the Contract Area and the consequences of a failure to participate in operations, the rights and obligations of the parties regarding the marketing of production, and the rights and remedies of the parties for failure to comply with financial obligations shall be as provided in the Operating Agreement.
 - J. Each party's interest under this agreement and under the Operating Agreement shall be subject to relinquishment for its failure to participate in subsequent operations and each party's share of production and costs shall be reallocated on the basis of such relinquishment, all upon the terms and provisions provided in the Operating Agreement.
 - K. All other matters with respect to exploration and development of the Contract Area and the ownership and transfer of the Oil and Gas Leases and/or Oil and Gas Interest therein shall be governed by the terms and provisions of the Operating Agreement.
3. The parties hereby grant reciprocal liens and security interests as follows:

- A. Each party grants to the other parties hereto a lien upon any interest it now owns or hereafter acquires in Oil and Gas Leases and Oil and Gas Interests in the Contract Area, and a security interest and/or purchase money security interest in any interest it now owns or hereafter acquires in the personal property and fixtures on or used or obtained for use in connection therewith, to secure performance of all of its obligations under this agreement and the Operating Agreement including but not limited to payment of expense, interest and fees, the proper disbursement of all monies paid under this agreement and the Operating Agreement, the assignment or relinquishment of interest in Oil and Gas Leases as required under this agreement and the Operating Agreement, and the proper performance of operations under this agreement and the Operating Agreement. Such lien and security interest granted by each party hereto shall include such party's leasehold interests, working interests, operating rights, and royalty and overriding royalty interests in the Contract Area now owned or hereafter acquired and in lands pooled or unitized therewith or otherwise becoming subject to this agreement and the Operating Agreement, the Oil and Gas when extracted therefrom and equipment situated thereon or used or obtained for use in connection therewith (including, without limitation, all wells, tools, and tubular goods), and accounts (including, without limitation, accounts arising from the sale of production at the wellhead), contract rights, inventory and general intangibles relating thereto or arising therefrom, and all proceeds and products of the foregoing.

AAPL – FORM 610RS - 1989

- B. Each party represents and warrants to the other parties hereto that the lien and security interest granted by such party to the other parties shall be a first and prior lien, and each party hereby agrees to maintain the priority of said lien and security interest against all persons acquiring an interest in Oil and Gas Leases and Interests covered by this agreement and the Operating Agreement by, through or under such party. All parties acquiring an interest in Oil and Gas Leases and Oil and Gas Interests covered by this agreement and the Operating Agreement, whether by assignment, merger, mortgage, operation of law, or otherwise, shall be deemed to have taken subject to the lien and security interest granted by the Operating Agreement and this instrument as to all obligations attributable to such interest under this agreement and the Operating Agreement whether or not such obligations arise before or after such interest is acquired.
 - C. To the extent that the parties have a security interest under the Uniform Commercial Code of the state in which the Contract Area is situated, they shall be entitled to exercise the rights and remedies of a secured party under the Code. The bringing of a suit and the obtaining of judgment by a party for the secured indebtedness shall not be deemed an election of remedies or otherwise affect the lien rights or security interest as security for the payment thereof. In addition, upon default by any party in the payment of its share of expenses, interest or fees, or upon the improper use of funds by the Operator, the other parties shall have the right, without prejudice to other rights or remedies, to collect from the purchaser the proceeds from the sale of such defaulting party's share of Oil and Gas until the amount owed by such party, plus interest, has been received, and shall have the right to offset the amount owed against the proceeds from the sale of such defaulting party's share of Oil and Gas. All purchasers of production may rely on a notification of default from the non-defaulting party or parties stating the amount due as a result of the default, and all parties waive any recourse available against purchasers for releasing production proceeds as provided in this paragraph.
 - D. If any party fails to pay its share of expenses within one hundred-twenty (120) days after rendition of a statement therefor by Operator the non-defaulting parties, including Operator, shall, upon request by Operator, pay the unpaid amount in the proportion that the interest of each such party bears to the interest of all such parties. The amount paid by each party so paying its share of the unpaid amount shall be secured by the liens and security rights described in this paragraph 3 and in the Operating Agreement, and each paying party may independently pursue any remedy available under the Operating Agreement or otherwise.
 - E. If any party does not perform all of its obligations under this agreement or the Operating Agreement, and the failure to perform subjects such party to foreclosure or execution proceedings pursuant to the provisions of this agreement or the Operating Agreement, to the extent allowed by governing law, the defaulting party waives any available right of redemption from and after the date of judgment, any required valuation or appraisal of the mortgaged or secured property prior to sale, any available right to stay execution or to require a marshalling of assets and any required bond in the event a receiver is appointed. In addition, to the extent permitted by applicable law, each party hereby grants to the other parties a power of sale as to any property that is subject to the lien and security rights granted hereunder or under the Operating Agreement, such power to be exercised in the manner provided by applicable law or otherwise in a commercially reasonable manner and upon reasonable notice.
 - F. The lien and security interest granted in this paragraph 3 supplements identical rights granted under the Operating Agreement.
 - G. To the extent permitted by applicable law, Non-Operators agree that Operator may invoke or utilize the mechanics' or materialmen's lien law of the state in which the Contract Area is situated in order to secure the payment to Operator of any sum due under this agreement and the Operating Agreement for services performed or materials supplied by Operator.
 - H. The above described security will be financed at the wellhead of the well or wells located on the Contract Area and this Recording Supplement may be filed in the land records in the County or Parish in which the Contract Area is located, and as a financing statement in all recording offices required under the Uniform Commercial Code or other applicable state statutes to perfect the above-described security interest, and any party hereto may file a continuation statement as necessary under the Uniform Commercial Code, or other state laws.
4. This agreement shall be effective as of the date of the Operating Agreement as above recited. Upon termination of this agreement and the Operating Agreement and the satisfaction of all obligations thereunder, Operator is authorized to file of record in all necessary recording offices a notice of termination, and each party hereto agrees to execute such a notice of termination as to Operator's interest, upon the request of Operator, if Operator has complied with all of its financial obligations.
 5. This agreement and the Operating Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, devisees, legal representatives, successors and assigns. No sale, encumbrance, transfer or other disposition shall be made by any party of any interest in the Leases or Interests subject hereto except as expressly permitted under the Operating Agreement and, if permitted, shall be made expressly subject to this agreement and the Operating Agreement and without prejudice to the rights of the other parties. If the transfer is permitted, the assignee of an ownership interest in any Oil and Gas Lease shall be deemed a party to this agreement and the Operating Agreement as to the interest assigned from and after the effective date of the transfer of ownership; provided, however, that the other parties shall not be required to recognize any such sale, encumbrance, transfer or other disposition for any purpose hereunder until thirty (30) days after they have received a copy of the instrument of transfer or other satisfactory evidence thereof in writing from the transferor or transferee. No assignment or other disposition of interest by a party shall relieve such party of obligations previously incurred by such party under this agreement or the Operating Agreement with respect to the interest transferred, including without limitation the obligation of a party to pay all costs attributable to an operation conducted under this agreement and the Operating Agreement in which such party has agreed to participate prior to making such assignment, and the lien and security interest granted by Article VII.B. of the Operating Agreement and hereby shall continue to burden the interest transferred to secure payment of any such obligations.
 6. In the event of a conflict between the terms and provisions of this agreement and the terms and provisions of the Operating Agreement, then, as between the parties, the terms and provisions of the Operating Agreement shall control.
 7. This agreement shall be binding upon each Non-Operator when this agreement or a counterpart thereof has been executed by such Non-Operator and Operator notwithstanding that this agreement is not then or thereafter executed by all of the parties to which it is tendered or which are listed on Exhibit "A" as owning an interest in the Contract Area or which own, in fact, an interest in the Contract Area. In the event that any provision herein is illegal or unenforceable, the remaining provisions shall not be affected, and shall be enforced as if the illegal or unenforceable provision did not appear herein.
 8. Other provisions.
None.

AAPL – FORM 610RS – 1989

Jennifer Demel, who has prepared and circulated this form for execution, represents and warrants that the form was printed from and, with the exception(s) listed below, is identical to the AAPL Form 610RS-1989 Model Form Recording Supplement to Operating Agreement and Financing Statement as published in computerized form by Forms On-A-Disk, Inc. No changes, alterations, or modifications, other than those made by strikethrough and/or insertion and that are clearly recognizable as changes in Articles NONE, have been made to the form.

IN WITNESS WHEREOF, this agreement shall be effective as of the 12th day of August, 2010.

ATTEST OR WITNESS

OPERATOR

Chesapeake Exploration, L.L.C.

By: Henry J. HoodTitle: Sr. Vice President – Land and Legal & General CounselDate: August 5, 2010Address: P.O. Box 18496, Oklahoma City, OK 73118

NON-OPERATORS

ATTEST OR WITNESS

Total E&P USA, Inc.

By: Eric Bonnin

Eric Bonnin

Title: Vice President, Business Development & StrategyDate: 8/16/2010Address: 1201 Louisiana, Houston, TX 77002

AAPL – FORM 610RS - 1989

ACKNOWLEDGMENTS

NOTE:

The following forms of acknowledgment are the short forms approved by the Uniform Law on Notarial Acts. The validity and effect of these forms in any state will depend upon the statutes of that state.

Acknowledgment in Representative Capacity

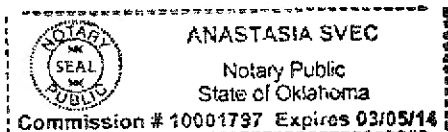
State of OKLAHOMA §

§ ss.

County of OKLAHOMA §

This instrument was acknowledged before me on August 5, 2010, by Henry J. Hood as Sr. Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C.

(Seal, if any)



Anastasia Svec
Name: Anastasia Svec
My commission expires: 3/5/2014

Acknowledgment in Representative Capacity

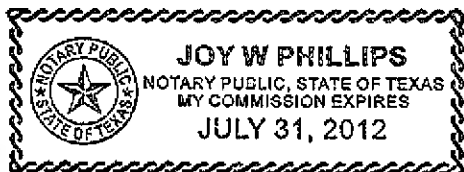
State of TEXAS §

§ ss.

County of HARRIS §

This instrument was acknowledged before me on August 16, 2010, by Eric Bonnin as Vice President, Business Development & Strategy of Total E&P USA, Inc.

(Seal, if any)



[Signature]
Name: _____
My commission expires: _____

EXHIBIT "A"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JANUARY 25, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

1. Contract Area: The Contract Area is the Unit shown on Exhibit "A-1" attached hereto.
The Leases subject to this Operating Agreement are listed on Exhibit "A-2" attached hereto.

2. Restrictions as to depths and formations: None.

3. Interests of Parties:

<u>Owner</u>	<u>Working Interest</u>
Chesapeake Exploration, L.L.C. P. O. Box 18496 Oklahoma City, Oklahoma 73154-0496 Attention: Henry J. Hood	75.00%
Total E&P USA, Inc. 1201 Louisiana, Suite 1800 Houston, TX 77002 Attention: Eric Bonnin	25.00%
TOTAL	100.00%

EXHIBIT "A-1"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JANUARY 25, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

The below metes and bounds description of the Contract Area shall be subject to revision to conform with the Declaration of Pooled Unit and any amendment thereto.

Osler Unit:

Being 205.043 acres of land located in the Christian C. Carder Survey, Abstract No. 318, the Mahulda Harris Survey, Abstract No. 704, the Tapely Holland Survey, Abstract No. 750 and the A.C. Wingate Survey, Abstract No. 1694, Tarrant County, Texas. Said 205.043 acres of land being more particularly described as follows:

BEGINNING at a 5/8" iron rod stamped "KSC 4019" found at the northwest corner of Lot 3, Block CR, Eltroty Heights Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 9130, Plat Records, Tarrant County, Texas, said iron rod lying in the south line of East Abram Street and said iron rod being the northwest corner of Chesapeake Operating, Inc., Osler Unit;

THENCE S89°52'55"E, along the south line of said East Abram Street, at 328.86 feet passing a "PK" nail found at the northeast corner of said Lot 3, said "PK" nail being the northwest corner of Lot 4, of said Block CR, in all a distance of 483.86 feet to a point lying in the apparent centerline of Field Street;

THENCE S00°21'05"W, along said Field Street centerline, a distance of 5.23 feet to a point;

THENCE S89°50'19"E, at 30.00 feet passing a point for the northwest corner of Lot 5R, Block D, Eltroty Heights Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-195, Page 86, Plat Records, Tarrant County, Texas, in all a distance of 365.96 feet to a point at the northeast corner of said Lot 5R, said point lying in the west line of Lot 4, Block D, Eltroty Heights Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-150, Page 34, Plat Records, Tarrant County, Texas;

THENCE N00°05'25"E, along said west line, a distance of 0.96 feet to a point at the northwest corner of said Lot 4;

THENCE S89°49'55"E, along the north line of said Lot 4, a distance of 150.70 feet to an 1/2" iron rod found at the northeast corner of said Lot 4, said iron rod lying in the west line of Lot 1, Block D, Eltroty Heights Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-28, Page 309, Plat Records, Tarrant County, Texas;

THENCE N00°05'25"E, along the west line of said Lot 1, a distance of 5.36 feet to a point;

THENCE S89°53'27"E, along the north line of said Lot 1, at 150.31 feet passing a 60d nail found at the northeast corner of said Lot 1, in all a distance of 180.31 feet to a point lying in the apparent centerline of Sherry Street;

THENCE S00°15'38"W, along said Sherry Street centerline, a distance of 4.14 feet to a point;

THENCE S89°42'02"E, at 15.64 passing the northwest corner of a tract of land described in the deed to Bessie Knapp, recorded in Volume 2517, Page 535, Deed Records, Tarrant County, Texas, in all a distance of 215.64 feet to a point at the

northeast corner of said Knapp tract, said point lying in the west line of Lot 1, Block 15, Hollandale Addition No. 5, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-17, Page 89, Plat Records, Tarrant County, Texas;

THENCE N00°26'20"E, along said Lot 1 west line, a distance of 1.12 feet to a point at the northwest corner of said Lot 1;

THENCE S89°39'43"E, along the north line of said Lot 1, at 440.31 feet passing the northeast corner of said Lot 1, in all a distance of 474.17 feet to a point lying in the apparent centerline of Hollandale Circle;

THENCE N00°16'34"E, along said Hollandale Circle centerline, a distance of 4.84 feet to a point;

THENCE S89°40'34"E, at 29.21 feet passing the northwest corner of Lot 1, Block 16, Hollandale Addition No. 5, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-48, Page 947, Plat Records, Tarrant County, Texas, at 158.84 feet passing the common corner of Lot 2 and said Lot 1, at 288.47 feet passing the northeast corner of said Lot 2, at 336.54 feet passing the northwest corner of Lot 1, Block 17AR, Hollandale No. 5 Addition, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 1807, Plat Records, Tarrant County, Texas, in all a distance of 499.68 feet to a point;

THENCE easterly, at 277.24 feet passing a point at the most northerly northeast corner of said Lot 1, said point being the northwest corner of a tract of land described in the deed to Southwestern Medical Foundation, recorded in Volume 12971, Page 296, Deed Records, Tarrant County, Texas in all an arc distance of 433.80 feet along a non tangent curve to the left, having a radius of 2,978.40 feet, a central angle of 08°20'42" and a chord bearing N85°51'36"E, 433.41 feet to a point at the northeast corner of said Southwestern Medical Foundation tract, said point being the northwest corner of Block 17, Hollandale Addition No. 5, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-150, Page 40, Plat Records, Tarrant County, Texas;

THENCE N81°24'03"E, along the north line of Block 17, a distance of 224.65 feet to an "X" found at the northeast corner of Lot 4, Block 17, Hollandale Addition No. 5, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-204, Page 2, Plat Records, Tarrant County, Texas;

THENCE S00°02'41"W, along the east line of said Lot 4, a distance of 8.81 feet to a point at the northwest corner of a tract of land described in the deed to Abram/SH 360, Ltd., recorded in County Clerk #D205048297, Deed Records, Tarrant County, Texas;

THENCE N88°05'06"E, along the north line of said Abram/SH 360 tract, a distance of 431.21 feet to a point at the most northerly northeast corner of said Abram/SH 360 tract, said point being the northwest corner of Lot 6, Block 17, Hollandale Addition No. 5, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-150, Page 41, Plat Records, Tarrant County, Texas;

THENCE along the north line of said Lot 6 as follows:

1. S89°48'05"E, a distance of 52.84 feet to a point;
2. easterly, 180.17 feet along a non tangent curve to the right, having a radius of 706.20 feet, a central angle of 14°37'04" and a chord bearing S82°31'20"E, 179.68 feet to a point;
3. southeasterly, 52.11 feet along a non tangent curve to the right, having a radius of 90.00 feet, a central angle of 33°10'22" and a chord bearing S58°27'20"E, 51.38 feet to a point, said point lying in the west line of a tract of land described in the deed to JORCO, Inc., recorded in Volume 3409, Page 519, Deed Records, Tarrant County, Texas;

THENCE S89°36'17"E, at 55.57 feet passing the east line of said JORCO tract, in all a distance of 121.70 feet to a point lying in the west line of a tract of land described in the deed to Donald L. Rogers, recorded in Volume 3394, Page 593, Deed Records, Tarrant County, Texas;

THENCE N00°23'43"E, along said Rogers west line, a distance of 31.90 feet to a point at the northwest corner of said Rogers tract;

THENCE S89°38'42"E, along the north line of said Rogers tract, at 230.00 feet passing the northeast corner of said Rogers tract, said point being the northwest corner of a tract of land described in the deed to Morris Silberman, recorded in Volume 4984, Page 603, Deed Records, Tarrant County, Texas, in all a distance of 360.71 feet to a point, said point lying in the east line of State Highway No. 360, said point lying in the west line of Chesapeake Operating, Inc., West Howell Unit and being the Northeast corner of said Osler Unit;

THENCE S02°17'00"W, along said State Highway No. 360 east line, a distance of 510.48 feet to a point lying in the apparent centerline of Prairie Oaks Drive centerline;

THENCE S87°43'00"E, along said Prairie Oaks Drive centerline, a distance of 102.18 feet to a point;

THENCE S02°17'00"W, at 39.59 feet passing the north line of Lot 1R, Block 2, Prairie Oaks Park Addition, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Cabinet A, Slide 9855, Plat Records, Tarrant County, Texas, in all a distance of 424.67 feet to a point lying in the south line of said Lot 1R;

THENCE N89°36'17"W, along the said Lot 1R south line, a distance of 102.02 feet to a point at the northwest corner of Lot 6, Block 1, Hollandale East Addition, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-12, Page 93, Plat Records, Tarrant County, Texas, said point lying in said State Highway No. 360 east line;

THENCE along said State Highway No. 360 east line as follows:

1. S00°24'50"W, at distance of 120.10 feet passing the southwest corner of said Lot 6, in all a distance of 170.10 feet to a point at the northwest corner of Lot 6, Block 2, of said Hollandale East Addition;

2. S00°18'00"W, a distance of 120.00 feet to a point at the southwest corner of said Lot 6;

3. S89°42'00"E, along the south line of said Lot 6, a distance of 5.00 feet to a point at the northwest corner of Lot 12, of said Block 2;

4. S00°18'00"W, a distance of 120.00 feet to a point at the southwest corner of said Lot 12, said point lying in the north line of Hardy Place;

5. S00°57'53"W, crossing said Hardy Place, a distance of 50.01 feet to a point at the northwest corner of Lot 6, Block 3, of said Hollandale East Addition;

6. S00°24'50"W, a distance of 120.00 feet to a point at the southwest corner of said Lot 3, said point lying in the north line of Lot 43, of said Block 3;

7. N89°35'10"W, along said Lot 43 north line, a distance of 5.00 feet to a point at the northwest corner of said Lot 43;

8. S00°24'50"W, a distance of 120.00 feet to a point at the southwest corner of said Lot 43, said point lying in the north line of Robert Circle;

9. S05°17'48"E, crossing said Robert Circle, a distance of 50.25 feet to a point in the south line of said Robert Circle, said point being the northwest corner of Lot 6, Block 9,

of said Hollandale East Addition;

10. S00°24'50"W, a distance of 120.00 feet to a point at the southwest corner of said Lot 6;

11. S89°31'22"E, along the south line of Lot 6, a distance of 2.04 feet to a point at the northwest corner of Lot 43, Block 6, Hollandale East Addition, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-5, Page 107, Plat Records, Tarrant County, Texas;

12. S00°24'50"W, a distance of 120.00 feet to a point at the southwest corner of said Lot 43, said point lying in the north line of said Gilbert Circle;

13. S02°42'17"W, crossing said Gilbert Circle, a distance of 50.04 feet to a point lying in the south line of said Gilbert Circle, said point being the northwest corner of Lot 27, Block 11, of said Hollandale East Addition;

14. S00°24'50"W, a distance of 262.98 feet to a point at the southwest corner of said Lot 27;

15. S70°07'32"E, along the south line of said Lot 27, a distance of 41.87 feet to a point at the northwest corner of Lot 39, of said Block 11;

16. S22°05'56"W, along the west line of said Lot 39, a distance of 48.85 feet to a point, said point being the southeast corner of said Osler Unit;

THENCE N89°34'38"W, a distance of 261.42 feet to a point lying in the east line of Lot 34, of said Block 11;

THENCE S00°24'50"W, along said east line, a distance of 97.71 feet to a point lying in the apparent centerline of Debbie Lane;

THENCE N89°35'10"W, along said Debbie Lane centerline, a distance of 127.43 feet to a point;

THENCE N00°24'35"E, a distance of 97.73 feet to a point;

THENCE N89°34'38"W, at 32.74 passing a point lying in the west line of said State Highway No. 360, said point lying in the apparent centerline of Cloverdale Street, in all a distance of 703.01 feet to a point;

THENCE along said Cloverdale Street centerline as follows:

1. westerly, 293.94 feet, along a curve to the right, having a radius of 598.24 feet, a central angle of 28°09'07" and a chord bearing N75°30'05"W 290.99 feet to a point;

2. N61°25'31"W, a distance of 138.93 feet to a point;

3. northwesterly, 199.88 feet, along a curve to the right, having a radius of 2,318.23 feet, a central angle of 04°56'24" and a chord bearing N58°57'19"W 199.81 feet to a point of reverse curve to the left having a radius of 2,230.10 feet and a central angle of 01°49'31";

4. northwesterly along the arc, a distance of 71.04 feet to a point;

THENCE S31°44'49"W, at 25.00 feet passing the east corner of Lot 50, Block 8, Hollandale Addition, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-5, Page 32, Plat Records, Tarrant County, Texas, in all a distance of 102.53 feet to a point at the south corner of said Lot 50, said point being the east corner of Lot 49, of said Block 8;

THENCE S18°59'11"W, a distance of 61.68 feet to a point at the south corner of said

Lot 49, said point being the northeast corner of Lot 48, of said Block 8;

THENCE S12°14'58"W, a distance of 61.68 feet to a point at the southeast corner of said Lot 48;

THENCE N81°07'03"W, along the south line of said Lot 48, at 130.00 feet passing the southwest corner of said Lot 48, in all a distance of 165.00 feet to a point lying in the apparent centerline of Carter Drive;

THENCE northerly along said Carter Drive centerline, 34.70 feet along a non tangent curve to the right, having a radius of 689.89 feet, a central angle of 02°52'55" and a chord bearing N10°19'20"E, 34.70 feet to a point at the apparent centerline intersection of Huntington Drive and said Carter Drive;

THENCE along said Huntington Drive centerline as follows:

1. N73°54'38"W, a distance of 199.35 feet to a point;
2. westerly, 199.65 feet, along a curve to the left, having a radius of 1,399.35 feet, a central angle of 08°10'29" and a chord bearing N77°59'53"W 199.48 feet to a point;
3. N82°05'07"W, a distance of 113.00 feet to a point;
4. westerly, 199.71 feet, along a curve to the left, having a radius of 1,525.70 feet, a central angle of 07°30'00" and a chord bearing N85°50'07"W 199.57 feet to a point;
5. N89°35'07"W, a distance of 350.48 feet to a point;
6. N89°32'45"W, a distance of 718.66 feet to a point;
7. westerly, 357.15 feet along a non tangent curve to the left, having a radius of 974.43 feet, a central angle of 21°00'00" and a chord bearing S79°55'37"W, 355.15 feet to a point of reverse curve to the right having a radius of 379.84 feet and a central angle of 20°53'03";
8. westerly along the arc, a distance of 138.45 feet to a point;
9. N89°41'21"W, a distance of 41.32 feet to a point at the apparent intersection of Hillcrest Drive and said Huntington Drive, said point being the southwest corner of said Osler Unit;

THENCE N00°18'39"E, along said Hillcrest Drive centerline, a distance of 113.49 feet to a point;

THENCE northerly, continuing along said Hillcrest Drive, 139.33 feet, along a curve to the left, having a radius of 230.94 feet, a central angle of 34°34'03" and a chord bearing N16°58'23"W 137.23 feet to a point at the apparent centerline intersection of said Hillcrest Drive and Cloverdale Street;

THENCE N51°43'36"E, along said Cloverdale Street centerline, a distance of 116.87 feet to a point;

THENCE northeasterly continuing along said Cloverdale Street centerline, 100.10 feet, along a curve to the right, having a radius of 284.76 feet, a central angle of 20°08'25" and a chord bearing N61°47'49"E 99.58 feet to a point;

THENCE N17°06'27"W, at 25.00 feet passing an 1/2" iron rod found at the southwest corner of Lot 22, Block 6, Meadowbrook Park Addition, to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-V, Page 80, Plat Records, Tarrant County, Texas, in all a distance of 153.30 feet to a point at the northwest corner of said Lot 22, said point lying in the south line of Lot 3, Block 6, Meadowbrook Park Addition, to the City of Arlington, Tarrant County, Texas according to the plat recorded

in Volume 388-P, Page 64, Plat Records, Tarrant County, Texas;

THENCE S84°31'29"W, along said south line, a distance of 34.64 feet to a point at the southwest corner of said Lot 3;

THENCE N00°09'36"E, at 141.20 feet passing a 5/8" iron rod found at the northwest corner of said Lot 3, in all a distance of 165.54 feet to a point lying in the apparent centerline of Glen Haven Street;

THENCE S89°36'31"E, along said Glen Haven Street centerline, a distance of 0.80 feet to a point;

THENCE N00°09'36"E, at 25.66 feet passing the southwest corner of Lot 3, Block 5, of said Meadowbrook Park Addition, recorded in Volume 388-P, in all a distance of 147.66 feet to a point at the northwest corner of said Lot 3, said point lying in the south line of Lot 25, Block 9, Eltro Heights, an addition to the City of Arlington, Tarrant County, Texas according to the plat recorded in Volume 388-5, Page 29, Plat Records, Tarrant County, Texas;

THENCE N89°34'24"W, along the south line of said Lot 25, a distance of 30.90 feet to a point at the southwest corner of said Lot 25;

THENCE N00°52'51"E, at 120.00 feet passing an 1/2" iron rod found at the northwest corner of said Lot 25, in all a distance of 145.00 feet to a point lying in the apparent centerline of Melissa Street;

THENCE N89°34'24"W, along said Melissa Street centerline, a distance of 3.74 feet to a point;

THENCE N00°25'36"E, at 25.00 feet passing an 1/2" iron rod stamped "Precise" found at the southwest corner of Lot 23, Block 6, of said Eltro Heights, at 265.00 feet passing an 1/2" iron rod found at the northwest corner of Lot 18, of said Block 6, in all a distance of 290.00 feet to a point lying in the apparent centerline of Menefee Drive;

THENCE S89°34'24"E, along said Menefee Drive centerline, a distance of 28.00 feet to a point;

THENCE N00°25'36"E, at 25.00 feet passing an 1/2" iron rod found at the southwest corner of Lot 31, Block 4, of said Eltro Heights, in all a distance of 145.00 feet to a point at the northwest corner of said Lot 31, said point lying in the south line of Lot 19, of said Block 4;

THENCE N89°34'24"W, along Lot 19 south line, a distance of 4.00 feet to a point at the southwest corner of said Lot 19;

THENCE N00°25'36"E, at 120.00 feet passing a 3/4" iron pipe found at the northwest corner of said Lot 19, in all a distance of 145.00 feet to a point lying in the apparent centerline of Ruth Street;

THENCE N89°34'24"W, along said Ruth Street centerline, a distance of 12.38 feet to a point;

THENCE N00°11'05"E, at 25.00 feet passing the southwest corner of Lot 9, Block 1, of said Eltro Heights, in all a distance of 149.08 feet to a point at the northwest corner of said Lot 9, said point lying in the south line of Lot 1, of said Block CR;

THENCE S89°52'55"E, along said south line, a distance of 23.94 feet to a 5/8" iron rod found at the southeast corner of said Lot 1, said iron rod being the southwest corner of Lot 2, of said Block CR;

THENCE N00°11'05"E, along the west line of said Lot 2, at 172.66 feet passing a 5/8" iron rod stamped "KSC 4019" found at the northwest corner of said Lot 2, said iron rod

being the southwest corner of said Lot 3, in all a distance of 372.00 feet to the point of beginning, containing 205.043 acres of land.

The bearings recited hereon are oriented to NAD27 Texas North Central Zone.

END OF EXHIBIT "A-1"

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JANUARY 25, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR.

The following leases are included in the Contract Area insofar and only insofar as each oil and gas lease covers land within the Unit described on Exhibit A-1.

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX2209263-000	JAMES DAVIS SCOTT	CHESAPEAKE EXPLORATION, LLC	4/17/2007	D207219406
TX7150053-000	COLUMBIA COLSON CORPORATION	CHESAPEAKE EXPLORATION, LLC	6/19/2007	D207302158
TX0006973-000	HOWARD R & CARRA R SMITH	AXIA LAND SERVICES, LLC	7/15/2008	D208283813
TX0497269-000	DONOLLI, LP	AXIA LAND SERVICES, LLC	9/25/2008	D208395729
TX0007573-000	JOSEPH STANLEY EMLING	AXIA LAND SERVICES, LLC	6/28/2008	D208258402
TX0006784-000	JAMES T DAVIS, II & DEBRA ANN DAVIS	AXIA LAND SERVICES, LLC	6/28/2008	D208257002
TX0007397-000	RAY B & ALICE F HILL	AXIA LAND SERVICES, LLC	7/23/2008	D208296384
TX7156459-000	CARLOS NOE & MARISOL MAGANA	AXIA LAND SERVICES, LLC	6/24/2008	D208252734
TX0006473-000	CLAUDIA MELENDEZ	AXIA LAND SERVICES, LLC	6/24/2008	D208250513
TX7157031-000	VALENTA COMPEAN	AXIA LAND SERVICES, LLC	6/24/2008	D208263640
TX7156159-000	WILBERT F DIETRICH	AXIA LAND SERVICES, LLC	6/24/2008	D208250241
TX0005872-000	DANNY H & AVA G SMITH	AXIA LAND SERVICES, LLC	7/21/2008	D208287374
TX0495443-000	SECUNDINO & MAGDALENA PATINO	AXIA LAND SERVICES, LLC	6/27/2008	D208257291
TX0008348-000	PAULINE MURRAY	AXIA LAND SERVICES, LLC	6/28/2008	D208262343
TX0471287-000	PHILLIP & CAROLE JOHNSON	AXIA LAND SERVICES, LLC	6/28/2008	D208265631
TX0008364-000	DUC CAN NGUYEN & KIEN KIM DUONG	AXIA LAND SERVICES, LLC	6/28/2008	D208263659
TX0006793-000	FERNANDO SERRANO	AXIA LAND SERVICES, LLC	6/28/2008	D208262310
TX0008268-000	OSCAR A & ESMERELDA GUZMAN	AXIA LAND SERVICES, LLC	6/28/2008	D208257458
TX0474890-000	SANDRA BROADNAX	AXIA LAND SERVICES, LLC	1/16/2009	D209115917
TX0005843-000	ROSASELA URBINA	AXIA LAND SERVICES, LLC	7/19/2008	D208287460
TX0007432-000	THOMAS A LOTT, JR	AXIA LAND SERVICES, LLC	6/28/2008	D208258361
TX0461657-000	TAWANA Y COUCH	CHESAPEAKE EXPLORATION, LLC	2/7/2010	D210035620
TX0499548-000	EUCARIO P & ALICIA A PANIAGUA	AXIA LAND SERVICES, LLC	7/10/2008	D208280406
TX0007308-000	ANTULIO & GUADALUPE DE LEON	AXIA LAND SERVICES, LLC	7/12/2008	D208279996
TX0007781-000	ANTOLIO & GUADALUPE M GARCIA	AXIA LAND SERVICES, LLC	6/28/2008	D208256975
TX0005536-000	SABINO & MARICELO M VEGA	AXIA LAND SERVICES, LLC	6/28/2008	D208265642
TX0008377-000	FRED P & LINDA S OGLE	AXIA LAND SERVICES, LLC	6/28/2008	D208263661
TX0463017-000	CHARLES L & MOIRA F CROUCH	CHESAPEAKE EXPLORATION, LLC	2/10/2010	D210041820
TX7156582-000	STEVEN M KINNEY & ELENA A BLAND	AXIA LAND SERVICES, LLC	6/27/2008	D208259699
TX0492960-000	ERIBERTO MIRANDA & IRMA M MARTINEZ	AXIA LAND SERVICES, LLC	9/3/2008	D208354505
TX7156794-000	ALFREDO & ESPERANZA RIVERA	AXIA LAND SERVICES, LLC	6/26/2008	D208257171
TX0008050-000	SHEILA K & ROBERT BALL	AXIA LAND SERVICES, LLC	6/28/2008	D208257470
TX0492955-000	FRANCISCO & ROSA MARIA MENDEZ	AXIA LAND SERVICES, LLC	6/27/2008	D208257341
TX0007094-000	AMPARO & HUMBERTO QUIROZ	AXIA LAND SERVICES, LLC	6/28/2008	D208262314
TX0006042-000	LUIS ALBERTO RODRIGUEZ	AXIA LAND SERVICES, LLC	6/28/2008	D208262350

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0477301-000	FIDEL CASTRO, SR & GONZALA CASTRO	AXIA LAND SERVICES, LLC	6/27/2008	D208257315
TX0006319-000	JOE EDWARD HOLDERBY	AXIA LAND SERVICES, LLC	6/28/2008	D208258363
TX0005555-000	ROBERT L & JANET L SWOPE	AXIA LAND SERVICES, LLC	6/28/2008	D208265761
TX0008159-000	ELAINE M CASE	AXIA LAND SERVICES, LLC	6/28/2008	D208257423
TX0463054-000	SHAWN CADY	CHESAPEAKE EXPLORATION, LLC	3/28/2010	D210110883
TX0008356-000	DOROTHY J NELSON	AXIA LAND SERVICES, LLC	6/28/2008	D208263701
TX0008419-000	KATHY A & WILFREDO TORRES	AXIA LAND SERVICES, LLC	7/17/2008	D208284746
TX0011895-000	BRUCE MRKOS	AXIA LAND SERVICES, LLC	9/11/2008	D208368982
TX0007462-000	RAMON & VERONICA MARTINEZ	AXIA LAND SERVICES, LLC	6/28/2008	D208257417
TX0007560-000	TRACY W DUKE	AXIA LAND SERVICES, LLC	6/28/2008	D208263670
TX0006301-000	LATRICIA JOAN HORNBACK	AXIA LAND SERVICES, LLC	6/28/2008	D208263663
TX0007688-000	BILLY R & LOUELLA A MCCORKLE	AXIA LAND SERVICES, LLC	6/28/2008	D208263656
TX0008126-000	MIYAKO & MARC CAHPELL	AXIA LAND SERVICES, LLC	6/28/2008	D208257083
TX0005545-000	ROBERT C & PATRICIA SUE TRAVIS	AXIA LAND SERVICES, LLC	6/28/2008	D208263675
TX0007587-000	MARY VIRGINIA EVANS	AXIA LAND SERVICES, LLC	6/28/2008	D208257078
TX0008009-000	BRIGIDIO JUAN SOTO & ANGELINA DEGANTE	AXIA LAND SERVICES, LLC	7/2/2008	D208349537
TX0006759-000	SAUL P ALARCON & MARINA CASTANEDA	AXIA LAND SERVICES, LLC	6/26/2008	D208257256
TX0006048-000	APOLINAR & GUADALUPE SANCHEZ	AXIA LAND SERVICES, LLC	6/28/2008	D208262312
TX0008354-000	JUANA NAVRRO AND JESUS & ROSA BARAJAS	AXIA LAND SERVICES, LLC	6/26/2008	D208257107
TX7156793-000	LAURA C RICARD	AXIA LAND SERVICES, LLC	6/28/2008	D208258371
TX0006054-000	ROSELYN ROMIG	AXIA LAND SERVICES, LLC	6/28/2008	D208257442
TX0008342-000	MALCOLM LEN MORROW	AXIA LAND SERVICES, LLC	6/28/2008	D208257476
TX0005980-000	JUANITA & DELBERT J CRITTENDON	AXIA LAND SERVICES, LLC	6/28/2008	D208258388
TX0006986-000	MARI LEE & DAVID W SMITH	AXIA LAND SERVICES, LLC	7/11/2008	D208280411
TX7157204-000	RAUL NOE HERNANDEZ & BEATRIZ EUSENIA JASSO	AXIA LAND SERVICES, LLC	6/28/2008	D208257453
TX0008220-000	JULIA A FOXWORTH	AXIA LAND SERVICES, LLC	6/28/2008	D208262325
TX7156415-000	ROMAN & DIANA MOLINA	AXIA LAND SERVICES, LLC	6/24/2008	D208251173
TX0005750-000	JOHN WILLITT	AXIA LAND SERVICES, LLC	6/28/2008	D208262367
TX0006059-000	FLORA DE LOS SANTOS	AXIA LAND SERVICES, LLC	6/28/2008	D208257469
TX0008199-000	KELLY RAE & MICHAEL T COOK	AXIA LAND SERVICES, LLC	6/28/2008	D208257464
TX0008226-000	GLADYS S FREDERICK	AXIA LAND SERVICES, LLC	6/28/2008	D208263673
TX7156228-000	WILLIAM CURTIS SMITH, JR & JUDITH ANN SMITH	AXIA LAND SERVICES, LLC	6/28/2008	D208258406
TX0006305-000	PORFIRIO & DORA RODRIGUEZ	AXIA LAND SERVICES, LLC	6/28/2008	D208262323
TX0497269-000	DONOLLI, LP	AXIA LAND SERVICES, LLC	9/25/2008	D208395729
TX0007344-000	ENTRUST ADMIN INC. FBO JOE HUFFHINES IRA 24138	AXIA LAND SERVICES, LLC	7/3/2008	D208287358
TX0008317-000	SANTIAGO LEANA & ALMA TADEO	AXIA LAND SERVICES, LLC	6/28/2008	D208257466
TX0008176-000	SALVADOR & MARIA L CEJA	AXIA LAND SERVICES, LLC	6/28/2008	D208257422
TX0006031-000	IRMA PARTIDA	AXIA LAND SERVICES, LLC	6/28/2008	D208256971
TX0007744-000	ERIC EDWARDS	AXIA LAND SERVICES, LLC	6/28/2008	D208262316
TX0006648-000	CHRISTOPHER ROY ODELL	AXIA LAND SERVICES, LLC	7/12/2008	D208279739
TX0493173-000	SANTOS VIGIL	AXIA LAND SERVICES, LLC	9/5/2008	D208354511

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0007566-000	MARCOS DUQUE	AXIA LAND SERVICES, LLC	6/28/2008	D208258409
TX0007638-000	JOSE EULALIO GONZALEZ & FRANCISCA A GONZALEZ	AXIA LAND SERVICES, LLC	6/28/2008	D208256995
TX0495477-000	SAMMY LEE & DONNA KAYE HOLBROOK	AXIA LAND SERVICES, LLC	8/8/2008	D208320716
TX7156214-000	ROBERT W & LILLIE M WATKINS	AXIA LAND SERVICES, LLC	6/28/2008	D208258390
TX0007609-000	RONALD & ANNA GARCIA	AXIA LAND SERVICES, LLC	6/28/2008	D208257419 AMENDED AS D208353410
TX0008029-000	NORMAN E WRIGHT, JR & JACKLYN LEE WRIGHT	AXIA LAND SERVICES, LLC	6/28/2008	D208349539
TX0006798-000	SUSANA DURAN	AXIA LAND SERVICES, LLC	6/28/2008	D208257463
TX0006801-000	JAVIER SOLIS DURAN	AXIA LAND SERVICES, LLC	6/28/2008	D208262329
TX0009786-000	ROBERT BRUENIG	AXIA LAND SERVICES, LLC	6/28/2008	D208258394
TX0007709-000	DOROTHY MONK	AXIA LAND SERVICES, LLC	6/26/2008	D208257169
TX7157145-000	CHARLES E & MARSHA M THOMPSON	AXIA LAND SERVICES, LLC	6/28/2008	D208258384
TX0466520-000	JOE P & STEFFANIE RIOS	AXIA LAND SERVICES, LLC	10/2/2008	D208431897
TX7156790-000	JOSE F & MARIA D QUINONES	AXIA LAND SERVICES, LLC	6/26/2008	D208257202
TX0006035-000	GRAZIELA DON	AXIA LAND SERVICES, LLC	6/28/2008	D208263683
TX0008012-000	MIKE B & SABRA F TOROK	AXIA LAND SERVICES, LLC	6/28/2008	D208257095
TX0008233-000	BRITTON ALLEN FUQUA	AXIA LAND SERVICES, LLC	6/28/2008	D208257459
TX0000573-000	ROSA NHAN HOANG	AXIA LAND SERVICES, LLC	2/27/2008	D208076011
TX0007866-000	DIANNA T HUYNH	AXIA LAND SERVICES, LLC	7/12/2008	D208279983
TX0007865-000	DIANNA T HUYNH	AXIA LAND SERVICES, LLC	7/12/2008	D208279981
TX0009795-000	DIANNA T HUYNH	AXIA LAND SERVICES, LLC	7/12/2008	D208279982
TX0007318-000	JUAN CARLOS & ERMELINDA DIOSDADO	AXIA LAND SERVICES, LLC	7/11/2008	D208279467
TX0474683-000	EMILIO AQUIRRE LARA	AXIA LAND SERVICES, LLC	1/28/2009	D209107961
TX0006915-000	ZORAIDA NATALI CARRIZALES	AXIA LAND SERVICES, LLC	7/11/2008	D208279461
TX0006912-000	JOSE D & ROSIGELA MELGOZA MARTINEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279443
TX0005813-000	EDWIN & SHYRA WEIMER	AXIA LAND SERVICES, LLC	7/11/2008	D208279446
TX0007855-000	RONALD GENE HOLCOMB	AXIA LAND SERVICES, LLC	7/11/2008	D208279471
TX0006622-000	VIVIAN J NEINAST	AXIA LAND SERVICES, LLC	7/11/2008	D208279398
TX0008437-000	LINDA KAY & TERRY WITT	AXIA LAND SERVICES, LLC	7/17/2008	D208284626
TX0005584-000	JORGE VASQUEZ, SR, MARIA PUGA & JUAN PUGA	AXIA LAND SERVICES, LLC	7/10/2008	D208277055
TX0007801-000	ESTABAN GONZALEZ & MA DEL ROSARIO CASTILLO VIRRUETA	AXIA LAND SERVICES, LLC	7/11/2008	D208279505
TX0006889-000	SALVADOR & MARIA DEL CARMEN LANDAVERDE	AXIA LAND SERVICES, LLC	7/11/2008	D208276953
TX0007353-000	HENRY E FANNING	AXIA LAND SERVICES, LLC	7/17/2008	D208284616
TX0006905-000	JUAN JOSE LOYA & TERESA SANCHEZ DE LOYA	AXIA LAND SERVICES, LLC	7/11/2008	D208279396
TX0006635-000	MELISSA ANNE O'HARA	AXIA LAND SERVICES, LLC	7/11/2008	D208279438
TX0007968-000	ROYCE E KEITH	AXIA LAND SERVICES, LLC	7/11/2008	D208279418
TX0007195-000	NANCY JOE CAGLE MAYO & BARBARA LYNN CAGLE BELL	AXIA LAND SERVICES, LLC	7/19/2008	D208287422
TX0006881-000	MARTHA LETICIA LEAL	AXIA LAND SERVICES, LLC	7/11/2008	D208276962
TX0006896-000	HARLEY & THERESA R SIMS	AXIA LAND SERVICES, LLC	7/11/2008	D208279487
TX0007875-000	JORGE L JIMENEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208277005
TX0005812-000	FRANCISCO R VARGAS & MARTHA C SANTANA	AXIA LAND SERVICES, LLC	7/11/2008	D208279528
TX0008194-000	SALVADOR GARCIA & MA L COLMENERO	AXIA LAND SERVICES, LLC	7/8/2008	D208277357

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0007789-000	YESENIA GARZA & JOSE GUADALUPE VILLALPANDO	AXIA LAND SERVICES, LLC	7/11/2008	D208279498
TX0006345-000	JOEL & CONSTANCE HILL	AXIA LAND SERVICES, LLC	7/8/2008	D208274787
TX0478614-001	WILLIE BOYD RANDALL	AXIA LAND SERVICES, LLC	1/16/2009	D209085542
TX0006888-000	BALDOMERO R PEREZ	AXIA LAND SERVICES, LLC	7/11/2008	D208276951
TX0007171-000	MIGUEL ANGEL PEREZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279432
TX0007537-000	JIMMIE D & HELEN JEANNETTE WILSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279451
TX0007878-000	VIRGIL J & SHIRLEY M JONES	AXIA LAND SERVICES, LLC	7/11/2008	D208279530
TX0005599-000	JUSTO & MARIA BELEN VASQUEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279454
TX0006885-000	SHARON & CHRIS J MATHEWS	AXIA LAND SERVICES, LLC	7/11/2008	D208276946
TX0006604-000	FEDERICO & HERMILIA RIOS	AXIA LAND SERVICES, LLC	7/11/2008	D208279499
TX0007019-000	JORGE R RAMIREZ & ELIDIA MARTINEZ-RAMIREZ	AXIA LAND SERVICES, LLC	7/11/2008	D208287343
TX0006610-000	JOHN M & ANTOINETTE L MILLER	AXIA LAND SERVICES, LLC	7/11/2008	D208279500
TX0006884-000	JAMES R & JEANETTE BORST	AXIA LAND SERVICES, LLC	7/11/2008	D208276984
TX0476305-000	ALBERTO & ETHEL A GUZMAN	AXIA LAND SERVICES, LLC	12/26/2008	D209065449
TX0005588-000	CARLOS UMANA & MARIA CESAREA UMANA	AXIA LAND SERVICES, LLC	7/8/2008	D208277397
TX0006628-000	CARLOS & GRACIELA AGUILERA	AXIA LAND SERVICES, LLC	7/11/2008	D208279429
TX0006595-000	ABEL & LAURA BENITEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208276961
TX0006377-000	JOSE F RENDON	AXIA LAND SERVICES, LLC	7/11/2008	D208279508
TX0006596-000	MARLOWE CARLETON & JEAN VELO	AXIA LAND SERVICES, LLC	7/11/2008	D208276963
TX0006715-000	NARCILE WHITE MURRAY	AXIA LAND SERVICES, LLC	7/11/2008	D208280405
TX0006917-000	GABRIEL & MARIA RANGEL	AXIA LAND SERVICES, LLC	7/11/2008	D208279477
TX0008425-000	MARIA ROSARIO VARGAS	AXIA LAND SERVICES, LLC	7/15/2008	D208280141
TX0007458-000	JOSE GUADALUPE & MA DEL CARMEN MARTINEZ	AXIA LAND SERVICES, LLC	7/10/2008	D208277054
TX0007011-000	CHARLES W & DORIS H CARTER	AXIA LAND SERVICES, LLC	7/11/2008	D208287413
TX0047549-000	AMOS & BARBARA MCALISTER	PALOMA BARNETT, LLC	1/18/2008	D208065485
TX0006605-000	ALVIN LESLIE TAYLOR	AXIA LAND SERVICES, LLC	7/11/2008	D208279509
TX0007164-000	LANCE & TRACYE HELDT & MARK & RACHEL SIMMONS	AXIA LAND SERVICES, LLC	7/11/2008	D208276956
TX0006841-000	SAMUEL & NATIVIDAD MALDONADO	AXIA LAND SERVICES, LLC	7/11/2008	D208276975
TX0006902-000	RAYMUNDO M RAMIEZ & ESPERANA G RAMIEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279532
TX0007954-000	JOSE P & ROSA M GUERRERO	AXIA LAND SERVICES, LLC	7/11/2008	D208279510
TX0007846-000	LEONARDO HERNANDEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279478
TX0007784-000	HILARIO & MARIA L GARCIA	AXIA LAND SERVICES, LLC	7/11/2008	D208279431
TX0006145-000	YVONNE LYNN PENA & EMMA P CASTRO	AXIA LAND SERVICES, LLC	7/8/2008	D208277356
TX0006894-000	BILLIE FAYE SWAFFORD	AXIA LAND SERVICES, LLC	7/11/2008	D208279512
TX0007354-000	BETTY ANN FARIS	AXIA LAND SERVICES, LLC	7/11/2008	D208276986
TX0007216-000	RAUL & BLANCA RAMIREZ	AXIA LAND SERVICES, LLC	7/8/2008	D208280409
TX0007978-000	JOSE MEDINA & EVANGELINA TORRES	AXIA LAND SERVICES, LLC	7/11/2008	D208287322
TX0005818-000	JACQUELINE SONNTAG	AXIA LAND SERVICES, LLC	7/11/2008	D208294818
TX0007010-000	MICHAEL SEAMAN	AXIA LAND SERVICES, LLC	7/11/2008	D208287415
TX0006631-000	LLOYD C & NINA G NICHOLSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279475
TX0007885-000	DANIEL K & JULIE L KLEIN	AXIA LAND SERVICES, LLC	7/11/2008	D208276995

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0006409-000	JACK & JANICE F LOGGINS	AXIA LAND SERVICES, LLC	7/16/2008	D208287380
TX0006611-000	THOMAS J & KAREN L O'DOHERTY	AXIA LAND SERVICES, LLC	7/11/2008	D208279516
TX0007140-000	CHARLES QUINTANA	AXIA LAND SERVICES, LLC	7/11/2008	D208276990
TX0006378-000	ROGELIO & SILVIA LOPEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279415
TX0006918-000	JOSÉ SILVA & DIANA GARCIA DE SILVA	AXIA LAND SERVICES, LLC	7/11/2008	D208279479
TX0006204-000	PLANTARA INVESTMENT GROUP LLC	AXIA LAND SERVICES, LLC	5/21/2008	D208291327
TX0495742-000	RODNEY MCNELEY	AXIA LAND SERVICES, LLC	10/6/2008	D208387612
TX0008170-000	CHRISTOPHER JESUS & ROSENDA CASTRO	AXIA LAND SERVICES, LLC	7/11/2008	D208279448
TX0006919-000	LINDA C BRADFORD	AXIA LAND SERVICES, LLC	7/11/2008	D208279464
TX0007554-000	RICHARD W & SANDRA ZELENUK	AXIA LAND SERVICES, LLC	7/11/2008	D208279450
TX0007357-000	BENJAMIN & ELVIA C FERNANDEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279420
TX0471285-000	SALVADOR GONZALEZ	AXIA LAND SERVICES, LLC	7/8/2008	D208422834
TX0007416-000	ESTHER NADINE HUNTER	AXIA LAND SERVICES, LLC	7/23/2008	D208291314
TX0450240-001	LARRY AVEN STANDLEE	AXIA LAND SERVICES, LLC	6/5/2009	D209320065
TX0007810-000	SAUL GONZALEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279484
TX0007608-000	RITA GARCIA & JANIE R ARDON, AKA JANIE LOERA	AXIA LAND SERVICES, LLC	7/8/2008	D208276877
TX0007529-000	FREDA BETH WHITE	AXIA LAND SERVICES, LLC	7/11/2008	D208277001
TX0007830-000	SHIRLEY B & JUDITH G HART	AXIA LAND SERVICES, LLC	7/11/2008	D208276979
TX0008154-000	MARY E CARROLL	AXIA LAND SERVICES, LLC	7/10/2008	D208278198
TX0493152-000	PEDRO MARTINEZ SANTILLAN & LIBRADA G MARTINEZ	AXIA LAND SERVICES, LLC	7/8/2008	D208274743
TX0493025-000	DEAN DE LA CRUZ	AXIA LAND SERVICES, LLC	8/18/2008	D208345927
TX0007853-000	DIEN V HO	AXIA LAND SERVICES, LLC	7/11/2008	D208279457
TX0008065-000	TERESA & ROY BECERRA	AXIA LAND SERVICES, LLC	7/11/2008	D208279425
TX0007328-000	EARL V & DELORES EDWARDS, SR	AXIA LAND SERVICES, LLC	7/11/2008	D208276978
TX0493128-000	JANICE REED	AXIA LAND SERVICES, LLC	8/6/2008	D208345938
TX0007375-000	RAUL & ALMA GALVAN	AXIA LAND SERVICES, LLC	7/12/2008	D208279924
TX0006934-000	IGNACIO QUINONES	AXIA LAND SERVICES, LLC	7/12/2008	D208280379
TX0006913-000	LUIS & EVA H LOPEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279455
TX0007909-000	WILLIAM CLYDE & SUSAN MOON	AXIA LAND SERVICES, LLC	7/11/2008	D208279521
TX0006887-000	WENDELL W & EDITH E BRIGHT	AXIA LAND SERVICES, LLC	7/11/2008	D208276949
TX0006898-000	BILLIE R BRINKLEY	AXIA LAND SERVICES, LLC	7/11/2008	D208279513
TX0007908-000	SALVADOR & MARTHA MIRAMONTES	AXIA LAND SERVICES, LLC	7/11/2008	D208279539
TX0007800-000	AIDA GONZALEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279485
TX0007407-000	MARK D HIXSON	AXIA LAND SERVICES, LLC	7/18/2008	D208287383
TX0480540-000	MARK D HIXSON	PALOMA BARNETT, LLC	1/18/2008	D208177661
TX0007284-000	DONNA G CLARK	AXIA LAND SERVICES, LLC	7/11/2008	D208276954
TX0008347-000	SAN JUANA MURILLO	AXIA LAND SERVICES, LLC	7/11/2008	D208279419
TX0005814-000	EDDIE LYNN & NAOMI RUTH STEPHENS	AXIA LAND SERVICES, LLC	7/11/2008	D208279447
TX0006158-000	TUAN THANH DANG & TUYEN THI NGUYEN	AXIA LAND SERVICES, LLC	7/10/2008	D208279555
TX0006175-000	MARIA JOVITA OLVERA	AXIA LAND SERVICES, LLC	7/11/2008	D208279436
TX0007844-000	GONZALO & MERCEDES HERNANDEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279488

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0007366-000	CALVIN EDWARD & RUBY Y FOSTER	AXIA LAND SERVICES, LLC	7/16/2008	D208289353
TX0493177-000	HELEN ROSE ZELENUK	AXIA LAND SERVICES, LLC	8/18/2008	D208345925
TX0006360-000	CANDELARIO & LUZ E RECIO	AXIA LAND SERVICES, LLC	7/8/2008	D208276886
TX0006626-000	LEE BALTZER	AXIA LAND SERVICES, LLC	7/11/2008	D208279402
TX0007165-000	JEFFREY L HUTCHERSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279536
TX0478624-000	MICHELLE N SALINAS	AXIA LAND SERVICES, LLC	1/19/2009	D209080712
TX0006900-000	TERRY K & MARTHA P PETERSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279523
TX0006563-000	CRUZ ARROYO ALMANZA & ELSA CISNEROS ALMANZA	AXIA LAND SERVICES, LLC	7/10/2008	D208278187
TX0008279-000	GINGER JILL HART	AXIA LAND SERVICES, LLC	7/11/2008	D208276996
TX0007372-000	G AND L INVESTMENT PROPERTIES	AXIA LAND SERVICES, LLC	7/11/2008	D208279439
TX0006625-000	ANNA K BECKETT	AXIA LAND SERVICES, LLC	7/11/2008	D208279399
TX7152843-000	VALENTINE PROPERTIES	AXIA LAND SERVICES, LLC	3/6/2009	D209140984
TX0007869-000	GREGORY L ISBELL	AXIA LAND SERVICES, LLC	7/11/2008	D208279472
TX0006654-000	PARK PLACE REAL ESTATE, LP	AXIA LAND SERVICES, LLC	7/11/2008	D208280393
TX0006882-000	PATRICK MILES & KIMBERLY ANN STANDISH	AXIA LAND SERVICES, LLC	7/11/2008	D208276945
TX0007163-000	FLAVIO VILLA & ALMA QUINONES	AXIA LAND SERVICES, LLC	7/11/2008	D208276959
TX0007571-000	JAMES L ELGIN	AXIA LAND SERVICES, LLC	7/11/2008	D208279469
TX0006172-000	BENJAMIN RAMIREZ	AXIA LAND SERVICES, LLC	7/11/2008	D208276952
TX0007872-000	MICHAEL JACKSON	AXIA LAND SERVICES, LLC	7/15/2008	D208283835
TX0007352-000	IGNACIO FLORES ESTRADA, MARTHA MENDOZA & LUIS	AXIA LAND SERVICES, LLC	7/14/2008	D208280404
TX0007802-000	JESUS GONZALEZ	AXIA LAND SERVICES, LLC	7/23/2008	D208309940
TX0007540-000	VANESSA Y WREN	AXIA LAND SERVICES, LLC	7/15/2008	D208283810
TX0008395-000	ROY & PEGGY A JOHNSON REV LIVING TRUST	AXIA LAND SERVICES, LLC	7/15/2008	D208280111
TX0006734-000	LLOYD & NANCY GAIL REEVES	AXIA LAND SERVICES, LLC	7/12/2008	D208287407
TX0007012-000	EARL R SCARBROUGH	AXIA LAND SERVICES, LLC	7/11/2008	D208287412
TX0006597-000	JANE M ABEL, AKA JANE N ABEL & BOBBY J ABEL	AXIA LAND SERVICES, LLC	7/11/2008	D208276960
TX0006879-000	DIGNA LOPEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208276969
TX0006166-000	JORGE M PEREZ & MANUELA SANCHEZ PEREZ	AXIA LAND SERVICES, LLC	7/10/2008	D208277092
TX0086022-000	S.R. DAVIDSON FAMILY LIMITED PARTNERSHIP	DALE PROPERTY SERVICES, LLC	7/17/2007	D207286629
TX0499524-000	PRESCOTT BARTON WICKHAM	AXIA LAND SERVICES, LLC	10/10/2008	D208409786
TX0007296-000	J.D. & PATSY COUNTS	AXIA LAND SERVICES, LLC	7/11/2008	D208276955
TX0007173-000	LUCILA RAMIREZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279437
TX0007787-000	MARIA D GARCIA	AXIA LAND SERVICES, LLC	7/11/2008	D208276998
TX0008393-000	ROBERT F & DOROTHY M HUGHES REV LIVING TRUST	AXIA LAND SERVICES, LLC	7/11/2008	D208277004
TX0006907-000	GERTRUDE F DORRIS	AXIA LAND SERVICES, LLC	7/11/2008	D208279401
TX0007347-000	JORGE & MARIA E ESCARZAGA	AXIA LAND SERVICES, LLC	7/11/2008	D208279511
TX0006349-000	JESUS & RITA MIRANDA REVILLA	AXIA LAND SERVICES, LLC	7/8/2008	D208274731
TX0006540-000	JOE D TORRES, JR & AMY A TORRES	AXIA LAND SERVICES, LLC	7/11/2008	D208276977
TX0006877-000	ADRIAN & MINERVA QUEZADA	AXIA LAND SERVICES, LLC	7/11/2008	D208276994
TX0006736-000	SHIRLEY E PADGETT AKA SHIRLEY EVONE WINER	AXIA LAND SERVICES, LLC	7/11/2008	D208287402
TX0007745-000	JOHN & TONYA EISENHAEUER	AXIA LAND SERVICES, LLC	7/15/2008	D208280146

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0495485-000	BOEN DJAN RJOA & MARIA TIGGELER-TJOA	AXIA LAND SERVICES, LLC	7/22/2008	D208324913
TX0006892-000	RAUL LOPEZ & SHARON A LOPEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279486
TX0497253-000	MARION D BURRIS	AXIA LAND SERVICES, LLC	8/13/2008	D208398086
TX0007399-000	HIXLO, LTD	AXIA LAND SERVICES, LLC	7/18/2008	D208287389
TX0005601-000	ARMANDO & ROSA EMMA TELLO	AXIA LAND SERVICES, LLC	7/11/2008	D208279474
TX0008089-000	ADAM WILLIAM BOLES & SHELLY BOLES	AXIA LAND SERVICES, LLC	7/11/2008	D208279440
TX0006989-000	RICARDO G & NORMA SANCHEZ	AXIA LAND SERVICES, LLC	7/10/2008	D208280400
TX0006200-000	ERNESTO PEREZ, JR	AXIA LAND SERVICES, LLC	7/8/2008	D208280408
TX0006118-000	JORGE A PENA & CARLA E NUILA	AXIA LAND SERVICES, LLC	7/8/2008	D208274679
TX0008150-000	JOSE & MAYRA D CARRANZA	AXIA LAND SERVICES, LLC	7/11/2008	D208279502
TX0006591-000	ALEJANDRO TORRES NAVARRO & PATRICIA TORRES	AXIA LAND SERVICES, LLC	7/11/2008	D208276992
TX0497397-000	MARY ALICE STURDEVANT	AXIA LAND SERVICES, LLC	7/11/2008	D208276965
TX0461773-000	PERICA INVESTMENTS, LLC	CHESAPEAKE EXPLORATION, LLC	12/11/2009	D209332822
TX0006541-000	WILLIE VILLARREAL	AXIA LAND SERVICES, LLC	7/11/2008	D208276980
TX0008025-000	JOHN WILLITT	AXIA LAND SERVICES, LLC	7/8/2008	D208274705 Amended as D208349538
TX0008107-000	MARTIN L BRUENIG & JONELL T MERRILL	AXIA LAND SERVICES, LLC	7/11/2008	D208276967
TX0006621-000	KITTYE MAYES BARRY	AXIA LAND SERVICES, LLC	7/11/2008	D208279410
TX0005879-000	JOSEPH E ROGERS & ESTHER LOUISE VENTURINI	AXIA LAND SERVICES, LLC	7/11/2008	D208287348
TX0006839-000	MARIO ALVAREZ	AXIA LAND SERVICES, LLC	7/11/2008	D208277003
TX0007320-000	CARL C & ANNIE L DODSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279493
TX0007534-000	JAMES DON & MARGARET L WILLIAMS	AXIA LAND SERVICES, LLC	7/11/2008	D208279405
TX0007711-000	HERMELAN MONTALVO	AXIA LAND SERVICES, LLC	7/11/2008	D208040073
TX0006629-000	ELTON A TUCKER & AUDREE LADELL MILLER TUCKER	AXIA LAND SERVICES, LLC	7/11/2008	D208279456
TX0006733-000	HECTOR & MARIA PARADA	AXIA LAND SERVICES, LLC	7/11/2008	D208287410
TX0007903-000	JOSE L & CATALINA MARTINEZ	AXIA LAND SERVICES, LLC	8/1/2008	D208309936
TX0006612-000	STEVEN C & PRENTICE A OLIVER	AXIA LAND SERVICES, LLC	7/11/2008	D208279526
TX0006616-000	PATRICIA ANN RYDEL	AXIA LAND SERVICES, LLC	7/11/2008	D208279414
TX0006658-000	HEBER & OSTULIA NUNEZ	AXIA LAND SERVICES, LLC	7/12/2008	D208280381
TX0006893-000	LANE R & RONDA G SCHROEDER	AXIA LAND SERVICES, LLC	7/11/2008	D208279507
TX0007329-000	KERRY R ELERSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279489
TX0007823-000	DONNA B HANES	AXIA LAND SERVICES, LLC	7/10/2008	D208277124
TX0007135-000	JUAN GABRIEL INIGUEZ & AMELIA INIGUEZ	AXIA LAND SERVICES, LLC	7/8/2008	D208276872
TX0006886-000	ANA LILIA LUNA	AXIA LAND SERVICES, LLC	7/11/2008	D208276948
TX0007715-000	FREDDIE JOE MORGAN	AXIA LAND SERVICES, LLC	7/11/2008	D208287356
TX0008439-000	STEPHEN B WOODY, TR OF WOODY FAM REV LIV TR	AXIA LAND SERVICES, LLC	7/11/2008	D208276997
TX0006953-000	ISMAIL B TAHIR & SAKINAH C JAMES-TAHIR	AXIA LAND SERVICES, LLC	7/12/2008	D208279985
TX0006880-000	DANNY R & ROBERT SKINNER	AXIA LAND SERVICES, LLC	7/11/2008	D208276970
TX0006174-000	RAY M DE LOS REYES & MARIA O DE LOS REYES	AXIA LAND SERVICES, LLC	7/11/2008	D208279460
TX7152843-000	VALENTINE PROPERTIES	AXIA LAND SERVICES, LLC	3/6/2009	D209140984
TX0006598-000	JOY LEE & JAMES REASONER	AXIA LAND SERVICES, LLC	7/11/2008	D208276987
TX0006614-000	GLENN MICHAEL ROTH & BARBARA ROTH	AXIA LAND SERVICES, LLC	7/11/2008	D208279531

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0008046-000	MARIO E AZURDIA	AXIA LAND SERVICES, LLC	7/8/2008	D208274783
TX0006883-000	GLORIA BRIONES	AXIA LAND SERVICES, LLC	7/11/2008	D208276944
TX0475171-000	CUONG TAN NGUYEN	AXIA LAND SERVICES, LLC	3/19/2009	D209140971
TX0006539-000	STEPHEN D & TERRY K BECKETT	AXIA LAND SERVICES, LLC	7/11/2008	D208277002
TX0007526-000	JACK DANIEL WATSON & SHARON LEE WATSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279518
TX0006897-000	AVELARDO MARTINEZ, JR & MARIA D MARTINEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279514
TX0006593-000	GLEN & JOAN C RUSSELL	AXIA LAND SERVICES, LLC	7/11/2008	D208276971
TX0007191-000	GEORGE D & KIMBERLY A CARROLL	AXIA LAND SERVICES, LLC	7/17/2008	D208284757
TX0006914-000	JAMES K & PAMELA SPROULS	AXIA LAND SERVICES, LLC	7/11/2008	D208279459
TX0007795-000	RAMON GOMEZ & CECILIA MONTELONGO	AXIA LAND SERVICES, LLC	7/11/2008	D208279412
TX0477256-000	JESUS R CHAVARIN, JR & VERONICA K CHAVARIN	AXIA LAND SERVICES, LLC	1/19/2009	D209093834
TX0007812-000	GLENDA M GOODSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279449
TX0005794-000	ROBERTO VILLABA & ELIZABETH SILLER	AXIA LAND SERVICES, LLC	7/10/2008	D208277072
TX0108697-000	SCOTT R DAVIDSON	DALE PROPERTY SERVICES, LLC	1/28/2008	D208040073
TX0495481-000	MARJORIE CARROLL CLINKSCALES	AXIA LAND SERVICES, LLC	8/4/2008	D208320727
TX0006890-000	YOLANDA GONZALEZ BONILLA & JOSE R BONILLA	AXIA LAND SERVICES, LLC	7/11/2008	D208279535
TX0006137-000	TUCKER & PEGGY SUE SEES	AXIA LAND SERVICES, LLC	7/11/2008	D208277000
TX0006594-000	MARIO & SILVIA VARGAS	AXIA LAND SERVICES, LLC	7/11/2008	D208276972
TX0007212-000	CARDIN CONSULTANT SERVICES, INC	AXIA LAND SERVICES, LLC	7/21/2008	D208287398
TX7156494-000	A.E. SANDERS	AXIA LAND SERVICES, LLC	6/18/2008	D208248377
TX0007559-000	MATTHEW DUGOVIC, SR & CHRISTINE DUGOVIC	AXIA LAND SERVICES, LLC	7/11/2008	D208279441
TX0006682-000	RAUL V & BERTHA A RUIZ	AXIA LAND SERVICES, LLC	7/12/2008	D208279970
TX7158602-000	CHARITY & MORGAN IROHA	AXIA LAND SERVICES, LLC	7/6/2008	D208404691
TX0008332-000	JOSE A & CATARINA G LOPEZ	AXIA LAND SERVICES, LLC	7/10/2008	D208278557
TX0006516-000	SAC TRAN	AXIA LAND SERVICES, LLC	7/8/2008	D208277416
TX0005583-000	MARIO & ROSA M VALLADARES	AXIA LAND SERVICES, LLC	7/8/2008	D208276870
TX0006607-000	BENJAMIN & MARIA TORRES	AXIA LAND SERVICES, LLC	7/11/2008	D208279504
TX0492927-000	J.H.W. LLC, AKA JHW INVESTMENTS LLC	AXIA LAND SERVICES, LLC	9/10/2008	D208375459
TX0006391-000	VIJAY K & KUMUD CHAWLA	AXIA LAND SERVICES, LLC	7/17/2008	D208284639
TX0007348-000	JUAN & LILIANA ESCOBEDO	AXIA LAND SERVICES, LLC	7/11/2008	D208279520
TX0007302-000	ANGELINA A CUELLAR & JOSE M GARCIA	AXIA LAND SERVICES, LLC	7/11/2008	D208279483
TX0006223-000	JOSE T TRUJILLO	AXIA LAND SERVICES, LLC	7/29/2008	D208320728
TX0007299-000	ANN CROSBY	AXIA LAND SERVICES, LLC	7/11/2008	D208287403
TX0006620-000	LINDA TURNER	AXIA LAND SERVICES, LLC	7/11/2008	D208279397
TX0005815-000	MARTIN S & MARIA D SOTO	AXIA LAND SERVICES, LLC	7/11/2008	D208279453
TX0006602-000	JESUS & MONICA RODRIGUEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279534
TX0006633-000	DANIEL P & LAURA MILLS	AXIA LAND SERVICES, LLC	7/11/2008	D208279444
TX0007015-000	SONDRA SCHUBERT	AXIA LAND SERVICES, LLC	7/11/2008	D208287404
TX0006173-000	RICHARD M & KATHLEEN ANN DAWSON	AXIA LAND SERVICES, LLC	7/11/2008	D208279452
TX0006632-000	JORGE & OLIVIA SANCHEZ	AXIA LAND SERVICES, LLC	7/11/2008	D208279476
TX0478677-000	STACIE PRINCE	AXIA LAND SERVICES, LLC	1/30/2009	D209140981

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0007016-000	RALPH DUONG V DAO	AXIA LAND SERVICES, LLC	7/11/2008	D208289359
TX0497391-000	JOSEPH H & PATRICIA K SEREMET	AXIA LAND SERVICES, LLC	10/3/2008	D208404704
TX0497390-000	JOSEPH H & PATRICIA K SEREMET	AXIA LAND SERVICES, LLC	10/3/2008	D208406359
N/A	CIDER PROPERTY, INC	CHESAPEAKE EXPLORATION, LLC	5/17/2010	D210176176
N/A	CIDER PROPERTY, INC	CHESAPEAKE EXPLORATION, LLC	5/17/2010	D210176177
N/A	CIDER PROPERTY, INC	CHESAPEAKE EXPLORATION, LLC	5/17/2010	D210176178
TX0006171-000	AKLIL NEGA	AXIA LAND SERVICES, LLC	7/11/2008	D208276988
TX0006542-000	MARVIN D & CLAUDIA M MILLER	AXIA LAND SERVICES, LLC	7/11/2008	D208276981
TX0006924-000	TONY HOA LAM & ALLESSIE LAM	AXIA LAND SERVICES, LLC	7/12/2008	D208279748
TX0007728-000	JOSE F NIETO	AXIA LAND SERVICES, LLC	7/8/2008	D208274759
TX7152587-000	SECURITY ONE FED CU, PAM STEPHENS, PRES/CEO	CHESAPEAKE EXPLORATION, LLC	10/18/2007	D208007875
TX7155153-000	PNL PARTNERS 2006, LP	CHESAPEAKE EXPLORATION, LLC	4/1/2008	D208200809
TX7153625-000	FAST TUNE & LUBE, INC	CHESAPEAKE EXPLORATION, LLC	11/8/2007	D208063138
TX7153626-000	FAST TUNE & LUBE, INC	CHESAPEAKE EXPLORATION, LLC	11/8/2007	D208063139
TX0007178-000	SHAKIL & SHAISTA ALI	AXIA LAND SERVICES, LLC	7/11/2008	D208280395
TX0006735-000	THUY QUANG NGUYEN AKA MARK & GAI THI NGUYEN	AXIA LAND SERVICES, LLC	7/11/2008	D208287401
TX0007358-000	PAUL H & SARAH FIJEWSKI	AXIA LAND SERVICES, LLC	7/11/2008	D208279470
TX0007286-000	MANUEL A CLAROS	AXIA LAND SERVICES, LLC	7/11/2008	D208276974
TX0007331-000	STEVE & SHARON E ELLIS	AXIA LAND SERVICES, LLC	7/11/2008	D208276985
TX0007230-000	ARMAN AMBARTSUMYAN	AXIA LAND SERVICES, LLC	7/21/2008	D208301651
TX7152843-000	VALENTINE PROPERTIES	AXIA LAND SERVICES, LLC	3/6/2009	D209140984
TX0493001-000	ANTOINE ENTERPRISES INC	AXIA LAND SERVICES, LLC	7/31/2008	D208345926
TX0006842-000	GEORGE C & CHARLENE W MAHAN	AXIA LAND SERVICES, LLC	7/11/2008	D208276976
TX0007524-000	BILLY JOE WALLIS, JR	AXIA LAND SERVICES, LLC	7/11/2008	D208279529
TX0495464-000	AMY PHAN	AXIA LAND SERVICES, LLC	6/11/2008	D208242929
TX0007811-000	TIRSO P GONZALEZ & IRMA V ESCALONA	AXIA LAND SERVICES, LLC	7/11/2008	D208276966
TX0006910-000	DANIEL M & ALMA CHARLES	AXIA LAND SERVICES, LLC	7/11/2008	D208279427
TX0006908-000	VALERIE M SHORT	AXIA LAND SERVICES, LLC	7/11/2008	D208279423
TX0006623-000	AIDA V TORRES	AXIA LAND SERVICES, LLC	7/11/2008	D208279411
TX0006222-000	WILLARD G OLSEN	AXIA LAND SERVICES, LLC	8/11/2008	D208320726
TX0007820-000	JOHN L & SUZANNE M HAFLEY	AXIA LAND SERVICES, LLC	7/11/2008	D208279435
TX0007170-000	GARY HALL, INDV & AIF FOR BEVERLY L HALL	AXIA LAND SERVICES, LLC	7/11/2008	D208279408
TX0007326-000	MICHAEL D EDGETT & LISA M BATES-EDGETT	AXIA LAND SERVICES, LLC	7/11/2008	D208279404
TX0006843-000	JOYCE RANAE LEWIS	AXIA LAND SERVICES, LLC	7/11/2008	D208276982
TX0006904-000	ALBERT M & MEDNA J CHRISTIAN	AXIA LAND SERVICES, LLC	7/11/2008	D208279403
TX7156117-000	SHERRY LYNN ANDERSON	AXIA LAND SERVICES, LLC	6/18/2008	D208248379
TX0007831-000	JANEY HARTWIG	AXIA LAND SERVICES, LLC	7/11/2008	D208276964
TX0007359-000	MARGARET FLANAGAN	AXIA LAND SERVICES, LLC	7/11/2008	D208276983
TX0006627-000	PAMELA MEINZER	AXIA LAND SERVICES, LLC	7/11/2008	D208279442
TX0006891-000	WLICES A SERRANO & MARIA G BOCANEGRA	AXIA LAND SERVICES, LLC	7/11/2008	D208279482
TX0006624-000	MARIA DOLORES VILLA & MARIA ANTONIA VILLA	AXIA LAND SERVICES, LLC	7/11/2008	D208289320

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX7158598-000	HECTOR & MARIA N PARADA	AXIA LAND SERVICES, LLC	7/1/2008	D208401739
TX0006322-000	LYDIA YOLANDA RODRIGUEZ	AXIA LAND SERVICES, LLC	7/1/2008	D208265883
TX0005761-000	TROYCE & DORIS JEAN WEEMS	AXIA LAND SERVICES, LLC	7/1/2008	D208265812
TX0007115-000	ALBERTO & DELTA RAMOS	AXIA LAND SERVICES, LLC	7/1/2008	D210145621
TX0007117-000	ROSALIO & BLANCA QUINTANA	AXIA LAND SERVICES, LLC	7/1/2008	D208265712
TX0008070-000	FERNANDO & JOSE BELTRAN	AXIA LAND SERVICES, LLC	7/1/2008	D208265697
TX0007118-000	WYNDELL C JOHNSON	AXIA LAND SERVICES, LLC	7/1/2008	D208265716
N/A	DAVID M & MARGUERITE LUCILLE CLARK	XTO ENERGY, INC	2/21/2008	D208072938
TX0006077-000	WAYNE SELF	AXIA LAND SERVICES, LLC	7/1/2008	D208265889 amended as D208353414
TX0008106-000	MILTON THOMAS BROWN & EVELYN CLARICE BROWN	AXIA LAND SERVICES, LLC	7/1/2008	D210150597
TX0006701-000	RICK MOSLEY, AKA RICKEY & PAGE MOSLEY	AXIA LAND SERVICES, LLC	7/15/2008	D208280160
TX0005754-000	ANITA RUTH WEST	AXIA LAND SERVICES, LLC	7/1/2008	D210150596
TX0007966-000	RAYMOND LEE JENSEN	AXIA LAND SERVICES, LLC	7/22/2008	D208301643
TX0008743-000	RICK MOSLEY, AKA RICKEY & PAGE MOSLEY	AXIA LAND SERVICES, LLC	7/15/2008	D208280161
TX0008328-000	LURA DONELL LONG	AXIA LAND SERVICES, LLC	7/1/2008	D208265878
TX0480617-000	MARK D HIXSON	PALOMA BARNETT, LLC	1/18/2008	D208168988
TX0007633-000	ARMANDO GONZALEZ	AXIA LAND SERVICES, LLC	7/1/2008	D208265855
TX0006109-000	RUBEN & CLAUDIA ROSAS	AXIA LAND SERVICES, LLC	7/1/2008	D210135114
TX0007316-000	CALIXTO & VALENTIA DIAZ	AXIA LAND SERVICES, LLC	7/1/2008	D208265960
TX0498806-000	DONALD LYNN LEE & CAROLINE MCLEOD LEE	AXIA LAND SERVICES, LLC	11/13/2008	D209024103
TX0006331-000	BOBBY D ROGERS	AXIA LAND SERVICES, LLC	7/1/2008	D208265693
TX0008346-000	MARTIMIANO MURGUIA & MARIA DEL CARMEN ESTRADA-FABELA	AXIA LAND SERVICES, LLC	7/1/2008	D208265984
TX0006702-000	RICKEY A & PAGE A MOSELEY	AXIA LAND SERVICES, LLC	7/15/2008	D208280159
TX0008125-000	ESTEBAN & EVA CADENA	AXIA LAND SERVICES, LLC	7/1/2008	D208265602
TX0008043-000	SANTIAGO AVILA & SILVIA AVILA VASQUEZ	AXIA LAND SERVICES, LLC	7/1/2008	D210112170
TX0477300-000	MICKEY R & LINDA CASEY	AXIA LAND SERVICES, LLC	7/1/2008	D208265721
TX0008258-000	J CRUZ GRANADOS	AXIA LAND SERVICES, LLC	7/1/2008	D210143485
TX0006188-000	JUAN & FELICITAS IBARRA	AXIA LAND SERVICES, LLC	7/19/2008	D208287464
TX0006817-000	BENEDICTA M ALVAREZ	AXIA LAND SERVICES, LLC	7/1/2008	D208265954
TX0008378-000	NANCY ANDERSON LITTLE	AXIA LAND SERVICES, LLC	7/1/2008	D208265995
TX0474662-000	COREY JOHNSON	AXIA LAND SERVICES, LLC	1/21/2009	D209085545
TX0006197-000	VIRGINIA G RANKIN, INDV & TRSTEE OF RANKIN FAM TR	AXIA LAND SERVICES, LLC	7/8/2008	D208289338
TX0008473-000	ROBERT & ROSALINDA TREVINO	AXIA LAND SERVICES, LLC	7/1/2008	D208341726
TX0007109-000	FELIPE & GRACIELA RAMIREZ	AXIA LAND SERVICES, LLC	7/1/2008	D210112173
TX0006709-000	NGUYEN KIM CHI, AKA MIKEY NGUYEN & TRAN THI NGUYEN	AXIA LAND SERVICES, LLC	7/15/2008	D208280125
TX0006093-000	CONSTANCE A DAVIS	AXIA LAND SERVICES, LLC	7/1/2008	D208265723
TX0492948-000	HUBERTO MARTINEZ & MARISOL ROJAS	AXIA LAND SERVICES, LLC	9/23/2008	D208372839
TX0462792-000	POLLEN UTILITIES INC	CHESAPEAKE EXPLORATION, LLC	2/18/2010	D210057779
TX0011927-000	DAN RODRIGUEZ SANDOVAL	AXIA LAND SERVICES, LLC	8/26/2008	D208354520
TX0007114-000	LISA & NATHAN HUNTER	AXIA LAND SERVICES, LLC	7/1/2008	D210145620
TX0498306-000	CAROLYN M STEARNS, AKA CAROLYN S GUSTAFSON	AXIA LAND SERVICES, LLC	10/28/2008	D208425014

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
TX0006078-000	EDUARDO M SANTOS	AXIA LAND SERVICES, LLC	7/1/2008	D208265898
TX0006506-000	ROBERT C & BEVERLY J MCLAUGHLIN	AXIA LAND SERVICES, LLC	7/1/2008	D208265835
TX0008284-000	MICHAEL JOSEPH HASTINGS	AXIA LAND SERVICES, LLC	7/1/2008	D208265725
TX7152843-000	VALENTINE PROPERTIES	AXIA LAND SERVICES, LLC	3/6/2009	D209140984
TX0006339-000	JAIME HERNANDEZ & MARIA GONZALEZ	AXIA LAND SERVICES, LLC	7/1/2008	D208265616
TX0006336-000	JOSE & RITA HERNANDEZ	AXIA LAND SERVICES, LLC	7/1/2008	D208265606
TX0007493-000	LARRY & DOLORES RICHEY	AXIA LAND SERVICES, LLC	7/24/2008	D208296375
TX0476083-000	KAREN ANN ATWELL	AXIA LAND SERVICES, LLC	7/1/2008	D208265683 AMENDED AS D208457904
TX0005566-000	DAVID & MARIA L STEPHENSON	AXIA LAND SERVICES, LLC	7/1/2008	D208265844
TX0008246-000	DIEGO GARCIA, JR & IRMA GARZA GARCIA	AXIA LAND SERVICES, LLC	7/1/2008	D208265847
TX0007731-000	JULIO NUNEZ	AXIA LAND SERVICES, LLC	7/22/2008	D208291321
TX0007402-000	HIXLO, LTD	AXIA LAND SERVICES, LLC	7/18/2008	D208287391
TX0005515-000	CHARLES ALLEN & JANICE K GERLACH	AXIA LAND SERVICES, LLC	7/1/2008	D208265852
TX0008349-000	SHERRY & WILLIAM MURRAY	AXIA LAND SERVICES, LLC	7/1/2008	D208265973
TX0006181-000	GARY E & ANNABEL L QUALLS	AXIA LAND SERVICES, LLC	7/15/2008	D208280128
TX0498304-000	THE DAVID L & JANET Z ROBISON REV LIV TRUST	AXIA LAND SERVICES, LLC	10/28/2008	D208421569
TX0006098-000	JAVIER CHACON	AXIA LAND SERVICES, LLC	7/1/2008	D208265979
N/A	SHARON CRAWFORD	CARRIZO OIL & GAS, INC	N/A	D208255493
TX0006807-000	CHRISTINA ANDES	AXIA LAND SERVICES, LLC	7/1/2008	D208265851
TX0008254-000	SALVADOR PEREZ GONZALEZ & MARIA C MARCIAL	AXIA LAND SERVICES, LLC	7/1/2008	D208264354
TX0006091-000	ENRIQUE D ORTIZ	AXIA LAND SERVICES, LLC	7/1/2008	D208265710
TX0007124-000	JOSE J & IRENE M AGUILAR	AXIA LAND SERVICES, LLC	7/1/2008	D208265622
TX0007707-000	MICHELLE K, HOPE & RICHARD T MONCIBAIZ	AXIA LAND SERVICES, LLC	7/1/2008	D208271709
TX0009803-000	BILLY H & DARLENE M SMITHERS	AXIA LAND SERVICES, LLC	7/1/2008	D208265957
TX0006105-000	DAVID CUERVO & VERONICA ESTRADA	AXIA LAND SERVICES, LLC	7/1/2008	D208265591
TX0006809-000	ADIEL & MARIA V CEBALLOS	AXIA LAND SERVICES, LLC	7/1/2008	D208265833
TX0005565-000	HENRY E & THERESA A UNDERWOOD	AXIA LAND SERVICES, LLC	7/1/2008	D208265978
TX0006810-000	ARNOLDO CABALLERO	AXIA LAND SERVICES, LLC	7/1/2008	D208265825
TX0492957-000	ELLA & RAYMOND MIKESKA	AXIA LAND SERVICES, LLC	8/25/2008	D208345917
TX0005768-000	LINDA L & HOWARD L SHRIDER	AXIA LAND SERVICES, LLC	7/1/2008	D208265989
TX0007626-000	CHRISTINE CANTU GONZALES	AXIA LAND SERVICES, LLC	7/1/2008	D208265805
TX0008219-000	MICHAEL N & FRANCES FOSTER	AXIA LAND SERVICES, LLC	7/1/2008	D208265823
TX0008032-000	PEGGY JOYCE ANGELL	AXIA LAND SERVICES, LLC	7/1/2008	D208265592
TX0495461-000	ROBERT JAMES & BONNIE L WASHBURN	AXIA LAND SERVICES, LLC	7/22/2008	D208291315 AMENDED AS D208395728
TX0007111-000	DOROTHY FAYE PROSSER & CHELSEY MOORE	AXIA LAND SERVICES, LLC	7/1/2008	D208265845
TX0006504-000	MARTIN & ELISA SAENZ	AXIA LAND SERVICES, LLC	7/1/2008	D208265854
TX0007119-000	SARA KRISTEN HUDSON & SCOTT BRADEN	AXIA LAND SERVICES, LLC	7/1/2008	D208265958
TX0493030-000	NORA LAUNICE ESTOLL	AXIA LAND SERVICES, LLC	8/1/2008	D208356116
TX7152623-000	DZUNG H & CINDY TRUONG	CHESAPEAKE EXPLORATION, LLC	9/14/2007	D208007811
TX7155337-000	ABRAM/SH360, LTD	CHESAPEAKE EXPLORATION, LLC	4/30/2008	D208221708
N/A	ELOISE ACKLEN	CHESAPEAKE EXPLORATION, LLC	5/28/2010	D210145621

EXHIBIT "A-2"

CHK Lease Number	Lessor	Lessee	Lease Date	Instrument Number
N/A	TOMMY L JOHNSON	CHESAPEAKE EXPLORATION, LLC	5/28/2010	D210150597
N/A	CURTIS C LOEFFLER	CHESAPEAKE EXPLORATION, LLC	5/25/2010	D210150596
N/A	JAMES E MCDOWELL	CHESAPEAKE EXPLORATION, LLC	5/28/2010	D210135114
N/A	BILL F HOIT	CHESAPEAKE EXPLORATION, LLC	3/3/2010	D210110884
N/A	PAUL R WYATT, JR & JACKIE C WYATT	CHESAPEAKE EXPLORATION, LLC	4/26/2010	D210112170
N/A	WILLIAM KERMIT DUNN	CHESAPEAKE EXPLORATION, LLC	2/27/2010	D210057782
TX0462720-000	PAUL W & JACQUELINE LEECH	CHESAPEAKE EXPLORATION, LLC	2/26/2010	D210057780
N/A	JEANELL STEPHEN ROBINSON	CHESAPEAKE EXPLORATION, LLC	3/25/2010	D210143485
N/A	IVIS MESCHEL HUTCHINSON	CHESAPEAKE EXPLORATION, LLC	3/26/2010	D210112172
N/A	ROSIE MAE ALLEN, AS REP FOR PATRICIA RENFRO	CHESAPEAKE EXPLORATION, LLC	4/23/2010	D210112173
N/A	LAURA WAY	CHESAPEAKE EXPLORATION, LLC	3/8/2010	D210064759
N/A	RICHARD DAN BAKER	CHESAPEAKE EXPLORATION, LLC	5/18/2010	D210145620
N/A	DONALD L & ANNELL C ROGERS	CHESAPEAKE EXPLORATION, LLC	4/16/2010	D210112171
N/A	CHICORY COURT MARINE CREEK, LP	CHESAPEAKE EXPLORATION, LLC	3/5/2010	D210071272

END OF EXHIBIT "A-2"